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Division of Corporations

CARLTON FIELDS ST. PETE

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FLORIDA PROFIT CORPORATION OR P.A.

PASADENA BD, Inc.

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March 31, 2004

CARLTON FIELDS

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CARLTON FIELDS ST. PETE

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
PASADENA BD, INC.**

The undersigned, for the purpose of forming a corporation (the "Corporation") under the provisions of Chapter 607 of the Florida Statutes, hereby agrees to the following:

**ARTICLE I
Name and Address**

The name of the Corporation shall be PASADENA BD, INC. The street and mailing addresses of the initial principal office of the Corporation shall be 6090 Central Avenue, St. Petersburg, Florida 33707.

**ARTICLE II
Capital Stock**

The Corporation shall be authorized to issue one thousand, two hundred (1,200) shares of common stock having a par value of One and No/100ths Dollars (\$1.00) a share.

**ARTICLE III
Board of Directors**

Section 1. The business and affairs of the Corporation shall be managed by a board of directors, the members of which shall be hereinafter referred to as directors.

Section 2. The initial board of directors of the Corporation shall consist of one (1) director, whose name and address are as follows:

Name:

Address:

WILLIAM EDWARDS

6090 Central Avenue
St. Petersburg, Florida 33707

Section 3. The number of directors shall be as provided in the bylaws of the Corporation, but shall not be less than one (1).

Section 4. Directors shall be elected and hold office as provided in the bylaws.

**ARTICLE IV
Bylaws**

Section 1. The initial board of directors shall adopt the bylaws of the Corporation at a meeting of the initial board of directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend, or repeal the bylaws of the Corporation may be exercised by the board of directors or by the shareholders, in accordance with the provisions of the bylaws.

Section 3. Any bylaws adopted by the board of directors or the shareholders may be altered, amended, or repealed by the other group; provided, however, that any bylaws adopted by the shareholders may provide that such bylaws may be altered, amended, or repealed only by the shareholders.

ARTICLE V

Registered Office and Agent

Section 1. The street address of the initial registered office of the Corporation shall be at One Harbour Place, 777 South Harbour Island Boulevard, 5th Floor, Tampa, Florida 33602-5730.

Section 2. The name of the initial registered agent of the Corporation at said initial registered office shall be CFRA, LLC, a limited liability company organized and existing under the laws of the State of Florida.

ARTICLE VI

Incorporator

The name and address of the incorporator are:

Name:

Address:

CFRA, LLC

CFRA, LLC

One Harbour Place

777 South Harbour Island Boulevard, 5th Floor

Tampa, Florida 33602

ARTICLE VII

Indemnification

Section 1. No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the Corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action, suit, or proceeding (whether civil, criminal, administrative, or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served in any other capacities at the request of the Corporation. If the Florida Business Corporation Act is amended after the filing of these Articles of Incorporation of which this Article VII is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the

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Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act, as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 26th day of March, 2004. ^{21st}

CFRA, LLC

By: 

JOEL B. GILES, its Authorized Agent

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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated this 26th day of March, 2004.

29th
u

CFRA, LLC

By: 

JOEL B. GILES, its Authorized Agent

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